

4-28-01

BY-LAWS OF  
TRI STATE AMATEUR HOCKEY ASSOCIATION

**ARTICLE I**

NAME AND AFFILIATION

The name of this organization shall be the Tri State Amateur Hockey Association (referred to hereinafter as "TSA"). TSA shall be affiliated with USA Hockey, Inc.

**ARTICLE II**

USA HOCKEY PREEMINENCE

TSA, an Affiliate Association of USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of TSA. Further, TSA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

**SPORTSMANSHIP**-Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

**RESPECT FOR THE INDIVIDUAL**-Treat all others as you expect to be treated.

**INTEGRITY**-We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

**PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS**-Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

**ENJOYMENT**-It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

**LOYALTY**-We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

**TEAMWORK**-We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

**ARTICLE III**

## OFFICES

The principal office of TSA shall be in the State of Iowa. TSA may have such other offices, either within or without the State of Iowa, as the business of the organization may require from time to time.

The registered office of TSA required by the General Not-For-Profit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE IV

### PURPOSES

SECTION 1-To encourage and improve the standards and conduct of ice hockey in the states of Iowa, Nebraska and Kansas. To encourage and assist in the development and growth of community and regional leagues, associations, programs and teams so that the sport is made available to more people in all levels of competition at the lowest possible cost.

SECTION 2-To develop and encourage sportsmanship and playing proficiency by all players and persons involved in the sport of ice hockey within the geographic jurisdiction of TSA.

SECTION 3-To affiliate with USA Hockey and encourage registration of all teams at all levels of play with USA Hockey

SECTION 4-To conduct ice hockey tournaments and to sanction youth hockey associations with TSA and to encourage their membership and participation in the Mid-West Amateur Hockey League and the Iowa High School Hockey League.

SECTION 5-To communicate with USA Hockey, the Central District office of USA Hockey and other affiliates so as to improve and promote the sport of ice hockey within and outside of TSA.

SECTION 6-To do any and all acts necessary or desirable in the furtherance of the foregoing purposes and the sport of ice hockey.

## ARTICLE V

### MEMBERS

SECTION 1-MEMBERSHIP-The members of TSA shall be comprised of the teams of all the amateur hockey associations within the jurisdiction of the TSA and such other teams as may be designated to be under the jurisdiction of the TSA as the Sanctioned Affiliate of USA Hockey and each team shall be duly registered with the TSA. All members shall receive a copy of these By-Laws and be governed accordingly.

SECTION 2-ANNUAL MEETING-The annual meeting of the member teams shall be held each year, beginning with the year 1985 and each meeting shall be conducted

in accordance with Robert's Rules of Order. The meeting will be held within sixty (60) days prior to June 30 for the purpose of electing officers according to the by-laws and for the transaction of such other business as may come before the meeting.

SECTION 3-SPECIAL MEETINGS- Special meetings of the TSA may be called by the President or by a majority of the Board of Directors.

SECTION 4-PLACE OF MEETING-The President or the Board of Directors may designate any place within the geographic jurisdiction of the TSA as the place of meeting for any annual meeting or for any special meeting.

SECTION 5-NOTICE OF MEETINGS-Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, to each association on behalf of its registered teams entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member association at its address as it appears on the records of TSA with postage thereon paid.

SECTION 6-QUORUM-Forty (40) percent of the member teams eligible to vote must be represented to constitute a quorum at any meeting of member teams, provided, that if less than forty (40) percent of the voting member teams are represented at said meeting, a majority of the member teams so represented may adjourn the meeting from time to time without further notice. If a quorum by proxy is present, the affirmative vote of the majority of the voting member teams (through proxy given to their association representative) represented at the meeting shall be the act of the members. No proxy may be conveyed to anyone other than their duly appointed affiliate representative. Any team's vote not properly represented shall be null and void for purposes of the meeting. The total number of votes represented at an annual meeting shall be based upon the number of teams registered with USA Hockey the previous year.

SECTION 7-VOTING RIGHTS-Each member team shall be entitled to one vote upon each matter submitted to vote at a meeting of member teams of TSA. Each eligible team shall convey its voting rights by proxy to the duly appointed representative of its of its respective association. Each team through its representative, shall instruct the local association how its votes shall be cast at member meetings.

SECTION 8-VOTING DISPUTES-At any meeting of member teams, question or dispute relating to the validity or result of any vote shall be submitted to the Board of Directors for a determination and the decision of the majority of the board present, provided a quorum of the board is present, shall be binding on all parties.

SECTION 9-VOTING-Voting on any question or in any election shall be cast in the manner that is determined appropriate. All votes shall be made a matter of public record.

SECTION 10-JURISDICTION-TSA shall have complete jurisdiction over all amateur

hockey in the states of Iowa, Nebraska and Kansas. The Board of Directors of TSA shall promulgate general policies under a set of Rules and Regulations to designate how corporate policies shall be followed.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

SECTION 1-GOVERNANCE-The business and affairs of TSA shall be managed by the full Board of Directors. This full Board of Directors shall consist of an Executive Committee (referred to as the Officers) and Directors that are elected by and designated to represent each recognized local organization within the geographic boundaries of TSA. Directors, other than officers, shall be elected annually by the teams of the association, or organization, they represent.

SECTION 2-EXECUTIVE COMMITTEE-The Executive Committee shall consist of those voting Officers (President, two At-Large Vice-Presidents, and one Vice-President from each league that is recognized and sanctioned by TSA, Treasurer and Secretary. The President, Secretary and an At-Large Vice President will be elected in even numbered years. The Treasurer, and the other At-Large Vice President will be elected in odd numbered years beginning in the year 2000). The officers shall be elected by the Board of Directors at the first meeting of the Board of Director held after each annual meeting of member teams. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Removal of any officer or agent elected or appointed by the Board of Directors may be removed by said Board in accordance with the non-profit statutes of the state of Iowa whenever, in the board's judgment, the best interests of TSA would be served.

Members of the EXECUTIVE COMMITTEE shall be individuals exclusive of the aforementioned Directors which represent local organizations. The Executive Committee shall consist of the following offices with their duties as described:

**PRESIDENT:** The President shall be the chief executive officer of TSA and shall in general supervise and control all of the business and affairs of TSA. He shall preside at all meetings of TSA. He shall serve as an ex-officio member on all committees. He may sign, with the secretary or any other proper officer of TSA thereunto authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of TSA, or shall be required by the law to be otherwise signed or executed; and in general shall perform other duties as may be prescribed by the Board of Directors from time to time. In addition, the President or his designee(s) shall represent TSA and its member teams in meetings with other ice hockey associations and USA Hockey, Inc.

**VICE-PRESIDENTS-**In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any

designation, then in the order of their election) shall have all the powers of and be subject to all the restrictions upon the

President. Additionally, the Vice-President(s) shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

TREASURER-If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for funds and securities of TSA, receive and give receipts for moneys due and payable to TSA from any

source whatsoever, and deposit all such moneys in the name of TSA in such banks, trust companies and other insured depositories as shall be selected in accordance with these by-laws; (b) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECRETARY-The Secretary shall: (a) keep the minutes of all meetings of TSA in one or more books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by

law; (c) be custodian of the corporate records and of the seal of TSA and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post-office address of each member; (e) in general perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

In addition to the aforementioned Directors and Executive Committee, the Board shall include the non-voting positions of immediate past president of TSA, the TSA Supervisor of Officials and the Affiliate District Representatives to USA Hockey, i.e. Registrar.

SECTION 3-REGULAR MEETINGS-A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after and at the same location as the annual meeting of member teams. The President or a majority of the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meeting without other notice than such resolution.

SECTION 4-SPECIAL MEETINGS-Special meetings of the Board of Directors may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5-NOTICE-Notice of any special meeting shall be given by written notice delivered personally or mailed to each director at his business or home address, by telegram or by telephone. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

SECTION 6-QUORUM-A majority of the number of directors fixed by these by-laws shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

SECTION 7-MANNER OF ACTING-The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8-OTHER DUTIES-The Board of Directors shall hear and rule on appeals from any of the corporation committees and shall resolve any and all disputes within the corporation following the USA Hockey procedure included in the USA Hockey Annual Guide.

## **ARTICLE VII**

### COMMITTEES

SECTION 1-STANDING COMMITTEES-The president shall designate and appoint the membership to such committees deemed necessary or appropriate to the efficient conduct of TSA affairs, provided however, that the Chairman must be a member of the Board of Directors of TSA. Standing committees may included but are not limited to the following: tournament, suspension, nominating, youth, high school, rules and ethics.

## **ARTICLE VIII**

### FISCAL YEAR

SECTION 1-The fiscal year of TSA shall begin on the first day of July in each year and end on the last day of June in each year.

## **ARTICLE IX**

### DISPUTES

SECTION 1-The By-Laws (Art. VI, Sec. 8) and Rules and Regulations of TSA provide a procedure and forum for the settlement of all disputes and presents the opportunity to be heard. It is contrary to the purposes of TSA and detrimental to hockey and the youth which TSA serves to resort to court action or the threat thereof unless all other avenues of relief through TSA have been foreclosed. Accordingly, any recourse to the courts of any jurisdiction by any member or individual before all of the rights and remedies provided by the By-Laws and Rules and Regulations of TSA shall have been exhausted shall be "conduct detrimental to hockey" within the meaning of the By-Laws and a violation thereof entailing the immediate suspension of any person responsible for seeking such recourse or of such individual.

SECTION 2-At any meeting, any question or dispute shall be submitted to the Board of Directors for a determination and decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

## **ARTICLE X**

### PLAYOFFS

SECTION 1-Refer to Rules and Regulations of TSA for the playoff procedure.

## **ARTICLE XI**

## DISTRIBUTION OF ASSETS

SECTION 1-The assets of TSA are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code 1954 (or corresponding provisions of future laws). TSA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation.

SECTION 2-In the event TSA is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of TSA or make adequate provisions therefor and distribute all remaining assets of TSA to an organization or organizations engaged in activities substantially similar to those of TSA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code 1954 (or corresponding provisions of future laws).

## **ARTICLE XII**

### AMENDMENTS

SECTION 1-These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at the annual meeting of TSA by a two-thirds vote of member teams as outlined in ARTICLE V, SECTIONS 1,6 and 7. No amendment shall be eligible for presentation at a meeting unless it shall have been submitted to the President at least thirty (30) days prior to such meeting or published at least fourteen (14) days prior to such meeting.

## **ARTICLE XIII**

### INDEMNITY

SECTION 1-TSA, an Affiliate Association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of TSA, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs attorneys, fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, TSA understands and acknowledges that USA Hockey and its aforescribed representatives have assumed understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this by-law.

SECTION 2-USA Hockey shall reasonably cooperate with Affiliates in any litigation and provide reasonable support in connection therewith, including by not limited to advice and testimony upon reasonable request; provided, however, that such

cooperation shall not require USA Hockey to incur any out of pocket expense not reimbursed by Affiliate.